



**ROBINSON MCFADDEN**  
ATTORNEYS AND COUNSELORS AT LAW

1777381  
ROBINSON, MCFADDEN & MOORE, P.C.

COLUMBIA | GREENVILLE

January 11, 2006

**HAND DELIVERED**

Mr. Charles Terreni  
Chief Clerk of the Commission  
Public Service Commission of South Carolina  
Synergy Business Park, Saluda Building  
101 Executive Center Drive  
Columbia, SC 29210

**Re: Columbia Energy LLC  
Docket No. 2004-267-E  
Our File No. 03471-0003**

**Frank R. Ellerbe, III**  
1901 MAIN STREET, SUITE 1200  
POST OFFICE BOX 944  
COLUMBIA, SOUTH CAROLINA 29202

PH  
(803) 779-8900 | (803) 227-1112 *direct*  
FAX  
(803) 252-0724 | (803) 744-1556 *direct*

feHerbe@robinsonlaw.com

RECEIVED  
JAN 11 PM 4:24  
PUBLIC SERVICE  
COMMISSION

Dear Mr. Terreni:

Enclosed for filing on behalf of Columbia Energy LLC please find the Notice of Bankruptcy. By copy of this letter we are serving a copy of the notice on counsel for other parties of record. Please stamp the extra copies provided as proof of filing and return them with our courier. Should you need any additional information, please contact me.

Yours truly,

ROBINSON, MCFADDEN & MOORE, P.C.

Frank R. Ellerbe, III

FRE/bds  
Enclosure

cc/enc: Douglas C. Turner, Esquire  
Mitchell Willoughby, Esquire  
Paige Gossett, Esquire  
Len S. Anthony, Esquire  
Dan F. Arnett, ORS Chief of Staff

**BEFORE**  
**THE PUBLIC SERVICE COMMISSION**  
**OF SOUTH CAROLINA**  
**DOCKET NO. 2004-267-E**

RECEIVED  
2006 JAN 11 PM 4:24  
SO PUBLIC SERVICE  
COMMISSION

**IN RE:**

**PETITION OF COLUMBIA ENERGY LLC  
FOR A DECLARATORY ORDER  
CONCERNING AGREEMENT WITH  
SCE&G FOR WAIVER OF QUALIFYING  
FACILITY STATUS**

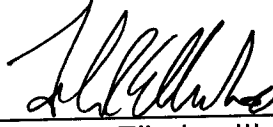
**NOTICE OF BANKRUPTCY**

Please note that Calpine Corporation and its subsidiary companies including Columbia Energy LLC filed for bankruptcy protection under Chapter 11 of the United States Bankruptcy Code. Attached as Exhibit 1 is the "Suggestion of Bankruptcy" as filed in the United States Bankruptcy Court, Southern District of New York, Case No. 05-60200 (BRL).

Dated this 11<sup>th</sup> day of January, 2006.

ROBINSON, MCFADDEN, & MOORE, PC

By: \_\_\_\_\_

  
Frank R. Ellerbe, III  
Bonnie D. Shealy  
Post Office Box 944  
Columbia, South Carolina 29202-0944  
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[fellerbe@robinsonlaw.com](mailto:fellerbe@robinsonlaw.com)  
[bshealy@robinsonlaw.com](mailto:bshealy@robinsonlaw.com)

Attorneys for Columbia Energy LLC

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Citigroup Center  
153 East 53<sup>rd</sup> Street  
New York, NY 10022-4611  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900  
Richard M. Cieri (RC 6062)  
Matthew A. Cantor (MC 7727)  
Edward Sassower (ES 5823)  
Robert G. Burns (RB 0970)

Counsel for the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

_____	)	
	)	
	)	
<b>CALPINE CORPORATION, et al.</b>	)	Chapter 11
	)	Case No. 05-60200 (BRL)
	)	(Jointly Consolidated)
Debtors.	)	
_____	)	

**SUGGESTION OF BANKRUPTCY**

PLEASE TAKE NOTICE that on the 20<sup>th</sup> and 21<sup>st</sup> days of December 2005, the United States Bankruptcy Court for the Southern District of New York entered Orders for Relief under title 11 of chapter 11 of the United States Code in each of the following cases:

Amelia Energy Center, LP
Anacapa Land Company, LLC
Anderson Springs Energy Company
Androscoggin Energy, Inc.
Auburndale Peaker Energy Center, LLC
Augusta Development Company, LLC
Aviation Funding Corp.
Baytown Energy Center, LP
Baytown Power GP, LLC
Baytown Power, LP
Bellingham Cogen, Inc.
Bethpage Energy Center 3, LLC
Bethpage Fuel Management Inc.
Blue Heron Energy Center, LLC
Blue Spruce Holdings, LLC

Broad River Energy LLC
Broad River Holdings, LLC
CalGen Equipment Finance Company, LLC
CalGen Equipment Finance Holdings, LLC
CalGen Expansion Company, LLC
CalGen Finance Corporation
CalGen Project Equipment Finance Company One, LLC
CalGen Project Equipment Finance Company Three, LLC
CalGen Project Equipment Finance Company Two, LLC
Calpine Acadia Holdings, LLC
Calpine Administrative Services Company, Inc.
Calpine Agnews, Inc.
Calpine Amelia Energy Center GP, LLC
Calpine Amelia Energy Center LP, LLC
Calpine Auburndale Holdings, LLC
Calpine Baytown Energy Center GP, LLC
Calpine Baytown Energy Center LP, LLC
Calpine Bethpage 3 Pipeline Construction Company, Inc.
Calpine Bethpage 3, LLC
Calpine c*Power, Inc.
Calpine CalGen Holdings, Inc.
Calpine California Development Company, LLC
Calpine California Energy Finance, LLC
Calpine California Equipment Finance Company, LLC
Calpine Calistoga Holdings, LLC
Calpine Capital Trust
Calpine Capital Trust II
Calpine Capital Trust III
Calpine Capital Trust IV
Calpine Capital Trust V
Calpine Central Texas GP, Inc.
Calpine Central, Inc.
Calpine Central, L.P.
Calpine Central-Texas, Inc.
Calpine Channel Energy Center GP, LLC
Calpine Channel Energy Center LP, LLC
Calpine Clear Lake Energy GP, LLC
Calpine Clear Lake Energy, LP
Calpine Cogeneration Corporation
Calpine Construction Management Company, Inc.
Calpine Corporation
Calpine Corpus Christi Energy GP, LLC
Calpine Corpus Christi Energy, LP
Calpine Decatur Pipeline, Inc.
Calpine Decatur Pipeline, L.P.

Calpine Dighton, Inc.
Calpine East Fuels, Inc.
Calpine East Fuels, LLC
Calpine Eastern Corporation
Calpine Energy Services Holdings, Inc.
Calpine Energy Services, LP
Calpine Finance Company
Calpine Freestone Energy GP, LLC
Calpine Freestone Energy, LP
Calpine Freestone, LLC
Calpine Fuels Corporation
Calpine Gas Holdings, LLC
Calpine Generating Company, LLC
Calpine Gilroy 1, Inc.
Calpine Gilroy 2, Inc.
Calpine Gilroy Cogen, L.P.
Calpine Global Services Company, Inc.
Calpine Gordonsville GP Holdings, LLC
Calpine Gordonsville LP Holdings, LLC
Calpine Gordonsville, LLC
Calpine Greenleaf Holdings, Inc.
Calpine Greenleaf, Inc.
Calpine International Holdings, Inc.
Calpine International, LLC
Calpine Investment Holdings, LLC
Calpine Kennedy Airport, Inc.
Calpine Kennedy Operators Inc.
Calpine KIA, Inc.
Calpine Leasing Inc.
Calpine Long Island, Inc.
Calpine Lost Pines Operations, Inc.
Calpine Louisiana Pipeline Company
Calpine Magic Valley Pipeline, Inc.
Calpine Monterey Cogeneration, Inc.
Calpine MVP, Inc.
Calpine NCTP GP, LLC
Calpine NCTP, LP
Calpine Northbrook Corporation of Maine, Inc.
Calpine Northbrook Energy Holdings, LLC
Calpine Northbrook Energy, LLC
Calpine Northbrook Holdings Corporation
Calpine Northbrook Investors, LLC
Calpine Northbrook Project Holdings, LLC
Calpine Northbrook Services, LLC
Calpine Northbrook Southcoast Investors, LLC

Calpine NTC, LP
Calpine Oneta Power I, LLC
Calpine Oneta Power II LLC
Calpine Oneta Power, L.P.
Calpine Operating Services Company, Inc.
Calpine Operations Management Company, Inc.
Calpine Pastoria Holdings, LLC
Calpine Philadelphia, Inc.
Calpine Pittsburg, LLC
Calpine Power Company
Calpine Power Equipment LP
Calpine Power Management, Inc.
Calpine Power Management, LP
Calpine Power Services, Inc
Calpine Power, Inc.
Calpine Producer Services, L.P.
Calpine Project Holdings, Inc.
Calpine Pryor, Inc.
Calpine Rumford I, Inc.
Calpine Rumford, Inc.
Calpine Schuylkill, Inc.
Calpine Siskiyou Geothermal Partners, L.P.
Calpine Sonoran Pipeline LLC
Calpine Stony Brook Operators, Inc.
Calpine Stony Brook Power Marketing, LLC
Calpine Stony Brook, Inc.
Calpine Sumas, Inc.
Calpine TCCL Holdings, Inc.
Calpine Texas Pipeline GP, Inc.
Calpine Texas Pipeline LP, Inc.
Calpine Texas Pipeline, L.P.
Calpine Tiverton I, Inc.
Calpine Tiverton, Inc.
Calpine ULC I Holding, LLC
Calpine University Power, Inc.
Calpine Unrestricted Fundings, LLC
Calpine Unrestricted Holdings, LLC
Calpine Vapor, Inc.
Carville Energy LLC
CCFC Development Company, LLC
CCFC Equipment Finance Company, LLC
CCFC Project Equipment Finance Company One, LLC
Celtic Power Corporation
CES GP, LLC
CGC Dighton, LLC

Channel Energy Center, LP
Channel Power GP, LLC
Channel Power, LP
Clear Lake Cogeneration Limited Partnership
CogenAmerica Asia Inc.
CogenAmerica Parlin Supply Corp.
Columbia Energy LLC
Corpus Christi Cogeneration L.P.
CPN 3rd Turbine, Inc.
CPN Acadia, Inc.
CPN Berks Generation, Inc.
CPN Berks, LLC
CPN Bethpage 3rd Turbine, Inc.
CPN Cascade, Inc.
CPN Clear Lake, Inc.
CPN Decatur Pipeline, Inc.
CPN Energy Services GP, Inc.
CPN Energy Services LP, Inc.
CPN Freestone, LLC
CPN Funding, Inc.
CPN Morris, Inc.
CPN Oxford, Inc.
CPN Pipeline Company
CPN Pleasant Hill Operating, LLC
CPN Pleasant Hill, LLC
CPN Power Services GP, LLC
CPN Power Services, LP
CPN Pryor Funding Corporation
CPN Telephone Flat, Inc.
Decatur Energy Center, LLC
Deer Park Power GP, LLC
Deer Park Power, LP
Delta Energy Center, LLC
Dighton Power Associates Limited Partnership
East Altamont Energy Center, LLC
Fond du Lac Energy Center, LLC
Fontana Energy Center, LLC
Freestone Power Generation, LP
Freestone Power Generation, LP
GEC Bethpage Inc.
Geothermal Energy Partners LLC
Geysers Power Company II, LLC
Geysers Power I Company
Goldendale Energy Center, LLC
Hammond Energy LLC

Hillabee Energy Center, LLC
Idlewild Fuel Management Corp.
JMC Bethpage, Inc.
KIAC Partners
Lake Wales Energy Center, LLC
Lawrence Energy Center, LLC
Lone Oak Energy Center, LLC
Los Esteros Critical Energy Facility, LLC
Los Medanos Energy Center LLC
Magic Valley Gas Pipeline GP, LLC
Magic Valley Gas Pipeline, LP
Magic Valley Pipeline, L.P.
MEP Pleasant Hill, LLC
Moapa Energy Center, LLC
Mobile Energy LLC
Modoc Power, Inc.
Morgan Energy Center, LLC
Mount Hoffman Geothermal Company, L.P.
Mt. Vernon Energy LLC
NewSouth Energy LLC
Nissequogue Cogen Partners
Northwest Cogeneration, Inc.
NTC Five, Inc.
NTC GP, LLC
Nueces Bay Energy LLC
O.L.S. Energy-Agnews, Inc.
Odyssey Land Acquisition Company
Pajaro Energy Center, LLC
Pastoria Energy Center, LLC
Pastoria Energy Facility, L.L.C.
Philadelphia Biogas Supply, Inc.
Phipps Bend Energy Center, LLC
Pine Bluff Energy, LLC
Power Investors, L.L.C.
Power Systems MFG., LLC
Quintana Canada Holdings, LLC
RockGen Energy LLC
Rumford Power Associates Limited Partnership
Russell City Energy Center, LLC
San Joaquin Valley Energy Center, LLC
Skipanon Natural Gas, LLC
South Point Energy Center, LLC
South Point Holdings, LLC
Stony Brook Cogeneration, Inc.
Stony Brook Fuel Management Corp.



Stony Brook Fuel Management Corp.
Sutter Dryers, Inc.
TBG Cogen Partners
Texas City Cogeneration, L.P.
Texas Cogeneration Company
Texas Cogeneration Five, Inc.
Texas Cogeneration One Company
Thermal Power Company
Thomassen Turbine Systems America, Inc.
Tiverton Power Associates Limited Partnership
Towantic Energy, L.L.C.
VEC Holdings, LLC
Venture Acquisition Company
Vineyard Energy Center, LLC
Wawayanda Energy Center, LLC
Whatcom Cogeneration Partners, L.P.
Zion Energy LLC

(collectively, the “Debtors”). A copy of the Calpine Corporation voluntary petition is attached hereto as Exhibit A.

PLEASE TAKE FURTHER NOTICE that pursuant to 11 U.S.C. § 362(a), the Debtors’ filing of their respective voluntary petitions operate as a stay, applicable to all entities, of, among other things: (a) the commencement or continuation of all judicial, administrative, or other actions or proceedings against the Debtors (i) that were or could have been commenced before the commencement of the Debtors’ cases or (ii) to recover any claims against the Debtors that arose before the commencement of the Debtors’ cases; (b) the enforcement, against the Debtors or against any property of the Debtors’ bankruptcy estates, of a judgment obtained before the commencement of the Debtors’ cases; or (c) any act to obtain possession of property of or from the Debtors’ bankruptcy estates, or to exercise control over property of the Debtors’ bankruptcy estates.

Dated: December 28, 2005

Respectfully submitted,

**KIRKLAND & ELLIS LLP**

Citigroup Center  
153 East 53<sup>rd</sup> Street  
New York, New York 10022-4611  
Phone: (212) 446-4800  
Fax: (212) 446-4900  
Richard M. Cieri ( RC 6062)  
Matthew A. Cantor (MC 7727)  
Edward Sassower (ES 5823)  
Robert G. Burns (RB 0970)

Counsel for the Debtors and Debtors in Possession

## **CERTIFICATE OF SERVICE**

**United States Bankruptcy Court**Southern District of New York  
Manhattan Division**VOLUNTARY PETITION**

<b>Name of Debtor - (If individual, enter Last, First, Middle):</b> <b>Calpine Corporation</b>		<b>Name of Joint Debtor (Spouse) (Last, First, Middle):</b> <b>None</b>																							
<b>All Other Names used by the Debtor in the last 8 years</b> (include married, maiden, and trade names):  <b>None</b>		<b>All Other Names used by the Joint Debtor in the last 8 years</b> (include married, maiden, and trade names):																							
<b>Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No.</b> (if more than one, state all):  77-0212977		<b>Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No.</b> (if more than one, state all):																							
<b>Street Address of Debtor (No. &amp; Street, City, and State):</b> 50 West San Fernando Street San Jose, CA <div style="float: right;"><b>Zip Code</b> 95113</div>		<b>Street Address of Joint Debtor (No. &amp; Street, City, and State):</b> <div style="float: right;"><b>Zip Code</b></div>																							
<b>County of Residence or of the Principal Place of Business:</b> Santa Clara		<b>County of Residence or of the Principal Place of Business:</b>																							
<b>Mailing Address of Debtor (if different from street address):</b> <div style="float: right;"><b>Zip Code</b></div>		<b>Mailing Address of Joint Debtor (if different from street address):</b> <div style="float: right;"><b>Zip Code</b></div>																							
<b>Location of Principal Assets of Business Debtor:</b> (if different from address listed above) <div style="float: right;"><b>Zip Code</b></div>		<b>Attorney for Debtor:</b> Matthew A. Cantor MC 7727 Kirkland & Ellis LLP Citicorp Center 153 East 53rd Street New York, NY 10022-4611 Tel: (212) 446-4800 Fax: (212) 446-4900																							
<b>Type of Debtor (Form of Organization)</b> (Check one box)  <input type="checkbox"/> Individual (includes joint debtors) <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and provide the information requested below.)  State type of entity: _____		<b>Nature of Business</b> (Check all applicable boxes)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input type="checkbox"/> Nonprofit Organization qualified under 15 U.S.C. § 501(c)(3)																							
<b>Filing Fee (Check one box)</b>  <input checked="" type="checkbox"/> Full filing fee attached <input type="checkbox"/> Filing fee to be paid in installments. (Applicable to individuals only.) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</b>  <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <input type="checkbox"/> Chapter 13  <b>Nature of Debts (Check one box)</b>  <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business  <b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business under 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2 million.																							
<b>Statistical/Administrative Information (Estimates only)</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		<b>THIS SPACE FOR COURT USE ONLY</b>																							
<table border="1" style="width:100%; border-collapse: collapse;"><tr><th>Estimated Number of Creditors</th><th>1-49</th><th>50-99</th><th>100-199</th><th>200-999</th><th>1,000-5,000</th><th>5,001-10,000</th><th>10,001-25,000</th><th>25,001-50,000</th><th>50,001-100,000</th><th>Over 100,000</th></tr><tr><td></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr></table>				Estimated Number of Creditors	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Estimated Number of Creditors	1-49			50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000													
	<input type="checkbox"/>			<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>													
<table border="1" style="width:100%; border-collapse: collapse;"><tr><th>Estimated Assets</th><th>\$0 to \$50,000</th><th>\$50,001 to \$100,000</th><th>\$100,001 to \$500,000</th><th>\$500,001 to \$1 million</th><th>\$1,000,001 to \$10,000,001</th><th>\$10 million to \$50 million</th><th>\$50,000,001 to \$100 million</th><th>More than \$100 million</th></tr><tr><td></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td></tr></table>		Estimated Assets	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10,000,001	\$10 million to \$50 million	\$50,000,001 to \$100 million	More than \$100 million		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>						
Estimated Assets	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10,000,001	\$10 million to \$50 million	\$50,000,001 to \$100 million	More than \$100 million																	
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>																	
<table border="1" style="width:100%; border-collapse: collapse;"><tr><th>Estimated Debts</th><th>\$0 to \$50,000</th><th>\$50,001 to \$100,000</th><th>\$100,001 to \$500,000</th><th>\$500,001 to \$1 million</th><th>\$1,000,001 to \$10,000,001</th><th>\$10 million to \$50 million</th><th>\$50,000,001 to \$100 million</th><th>More than \$100 million</th></tr><tr><td></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td></tr></table>		Estimated Debts	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10,000,001	\$10 million to \$50 million	\$50,000,001 to \$100 million	More than \$100 million		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>						
Estimated Debts	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10,000,001	\$10 million to \$50 million	\$50,000,001 to \$100 million	More than \$100 million																	
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>																	



**Voluntary Petition**

(This page must be completed and filed in every case).

**Name of Debtor(s):**

Calpine Corporation

**SIGNATURES****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

(If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7) I am aware that I may proceed under chapter 7, 11, 12 and 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by § 342(b) of the Bankruptcy Code.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by § 1515 of title 11 are attached.

☐ Pursuant to § 1511 of title 11, United States Code, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

**Signature of Attorney**

X /s/Matthew A. Cantor

Signature of Attorney for Debtor(s)

Matthew A. Cantor

MC 7727

Printed Name of Attorney for Debtor(s)

Kirkland & Ellis LLP

Firm Name

Citicorp Center

153 East 53rd Street

New York, NY 10022-4611

Address

(212) 446-4800

(212) 446-4900

Telephone Number

Fax Number

December 20, 2005

Date

**Signature of Non-Attorney Petition Preparer**

I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, 2) I prepared this document for compensation, and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110 setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social Security Number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer) (Required by 11 U.S.C. § 110)

\_\_\_\_\_  
Address

X \_\_\_\_\_  
Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.*

## Calpine Corporation

### EXHIBIT A TO VOLUNTARY PETITION

1. If any of Debtor's securities are registered under section 12 of the Securities and Exchange Act of 1934, the SEC file number is: 001-12079.

2. The following financial data is the latest available information and refers to the Debtor's condition on December 19, 2005:

- a. Total assets: \$26,628,755,663.00
- b. Total debts: \$22,535,577,121.00
- c. Description of publicly traded debt:

Issuance	Issue Amount	Outstanding Principal Amount	Maturity	Secured / Unsecured	Approx No. of Holders
6.00% Convertible Senior Notes Due 2014	\$736,000,000	\$641,685,000.00	9/30/2014	Unsecured	33
8 ½ % Senior Notes Due 2011	\$2,000,000,000	\$682,791,000.00	2/15/2011	Unsecured	111
8 5/8 % Senior Notes Due 2010	\$750,000,000	\$411,137,000.00	8/15/2010	Unsecured	76
7 7/8% Senior Notes Due 2008	\$400,000,000	\$173,761,000.00	4/1/2008	Unsecured	61
7 ¾ % Senior Notes Due 2009	\$350,000,000	\$180,602,000.00	4/15/2009	Unsecured	57
8 ¾ % Senior Notes Due 2007	\$275,000,000	\$190,299,000.00	7/15/2007	Unsecured	83
10 ½ Senior Notes Due 2006	\$180,000,000	\$139,205,000.00	5/15/2006	Unsecured	74
9 7/8 % Senior Notes Due 2011	\$400,000,000	\$400,000,000.00	12/1/2011	Secured	41
4.75 % Convertible Notes Due 2023	\$900,000,000	\$633,775,000.00	11/15/2023	Unsecured	28
Senior Secured Floating Rate Notes Due 2007	\$500,000,000	\$488,750,000.00	7/15/2007	Secured	34

Issuance	Issue Amount	Outstanding Principal Amount	Maturity	Secured / Unsecured	Approx No. of Holders
4 % Convertible Senior Notes Due 2006	\$1,200,000,000	\$1,311,000.00	12/26/2006	Unsecured	12
7.75 % Convertible Notes Due 2015	\$650,000,000	\$650,000,000.00	6/1/2015	Unsecured	12
9.625% Senior Notes Due 2014	\$785,000,000	\$646,105,000.00	9/30/2014	Secured	26
8 ½ % Senior Notes Due 2010	\$1,150,000,000	\$1,150,000,000.00	7/15/2010	Secured	53
8 ¾ % Senior Notes Due 2013	\$900,000,000	\$900,000,000.00	7/15/2013	Secured	31
Senior Secured Term Loans Due 2007	\$750,000,000	\$733,125,000.00	7/15/2007	Secured	10
7 5/8 % Senior Notes Due 2006	\$250,000,000	\$102,194,000.00	4/15/2006	Unsecured	65

d. Description of publicly traded equity:

- i. Number of outstanding shares as of December 8, 2005:  
569,383,068
  - ii. Approximate number of holders as of December 8, 2005: 180,339
3. Brief description of the Debtor's business: Calpine Corporation, together with its direct and indirect subsidiaries is involved in the development, construction, ownership and operation of power generation facilities and the sale of electricity and its by-product, thermal energy, primarily in the form of steam, predominantly in North America.
  4. The Debtor's do not believe any person owns, controls, or holds, directly or indirectly, with power to vote, 5% or more of the of the voting securities of the Debtor as of December 8, 2005.



# United States Bankruptcy Court

Southern District of New York

Manhattan Division

In re: Calpine Corporation

Case No. \_\_\_\_\_  
(If Known)

Debtor

Chapter 11

## Exhibit "C" to Voluntary Petition

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

None.

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor is not aware of any definition of "imminent and identifiable harm" as used in this form. The Debtor does not believe it owns or possesses property that poses or is alleged to pose a threat of such harm. The Debtor owns or possesses certain property that is subject to investigation or remediation under environmental laws.

FINAL

Adopted by the Board of Directors on December 20, 2005  
CALPINE CORPORATION

RESOLUTIONS OF THE BOARD OF DIRECTORS

CHAPTER 11 PROCEEDING

December 20, 2005

**I. Voluntary Petition Under the Provisions of Chapter 11 of Title 11 of the United States Code**

WHEREAS, the Board of Directors of Calpine Corporation, a Delaware corporation (the "Company") has considered and reviewed the materials presented by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company's business;

WHEREAS, the Board of Directors has had the opportunity to consult with the management and the financial and legal advisors of the Company and fully considered each of the strategic alternatives available to the Company;

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, stockholders, and other parties in interest, that the Company file or cause to be filed voluntary petitions for relief under the provisions of chapter 11 of title 11 of the United States Code;

RESOLVED FURTHER, that the Chief Executive Officer, President, any Executive Vice President, any Senior Vice President, the Chief Financial Officer, the Secretary or the Assistant Secretary of the Company (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Covington & Burling LLP as special

**FINAL**

**Adopted by the Board of Directors on December 20, 2005**

counsel to represent and assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Covington & Burling LLP;

**RESOLVED FURTHER**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Thelen Reid & Priest LLP as special counsel to represent and assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Thelen Reid & Priest LLP;

**RESOLVED FURTHER**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of AP Services, LLC as crisis managers to represent and assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of AP Services, LLC;

**RESOLVED FURTHER**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of PricewaterhouseCoopers LLP as auditors to represent and assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of PricewaterhouseCoopers LLP;

**RESOLVED FURTHER**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of PA Consulting Group, Inc. as energy industry consultants to represent and assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of PA Consulting Group, Inc.;

**FINAL**

**Adopted by the Board of Directors on December 20, 2005**

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Miller Buckfire & Co., LLC as financial advisors to represent and assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of Miller Buckfire & Co., LLC;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of KPMG LLP as tax consultants to represent and assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of KPMG LLP;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Kurtzman Carson Consultants LLC as notice and claims agent to represent and assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of Kurtzman Carson Consultants LLC;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under title 11 of the United States Code; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary;

**II. Debtor In Possession Financing**

**A. Revolving Credit Term Loan and Guaranty Agreement**

RESOLVED FURTHER, that the Company, as debtor and debtor in possession under chapter 11 of title 11 of the United States Code shall be, and hereby is, authorized to: (a) borrow funds from, provide guaranties to and undertake any and all related transactions contemplated thereby (collectively, the "Financing Transactions") with such lenders and on such terms as may be approved by any one or more of the Authorized Officers, as reasonably necessary for the continuing conduct of the affairs of the Company; and (b) pay related fees and grant security interests in and liens upon some, all or substantially all of the Company's assets, as may be deemed necessary by any one or more of the officers of the Company in connection with such borrowings;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed, and each of them, acting alone, hereby is, authorized, directed and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to take such actions and execute and deliver (a) the Revolving Credit Term Loan and Guaranty Agreement (the "Agreement") and such agreements, certificates, instruments, guaranties, notices and any and all other documents as the Authorized Officers may deem necessary or appropriate to facilitate the Financing Transactions (collectively, the "Financing Documents"), and such Financing Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the Authorized Officers are hereby approved; (b) such other instruments, certificates, notices, assignments and documents as may be reasonably requested by the Administrative Agent; and (c) such forms of deposit account control agreements, officer's certificates and compliance certificates as may be required by the Agreement or any other Financing Document;

RESOLVED FURTHER, that the Board of Directors hereby authorizes the Administrative Agent to file any financing statements, assignments for security or other documents in the name of the Company as may be necessary or desirable to perfect the security interests granted to the Lenders in the Financing Documents;

RESOLVED FURTHER, that each of the Authorized Officers be, and hereby is, authorized and empowered to take all such further actions including, without limitation, to pay all fees and expenses, in accordance with the terms of the Financing Documents, to arrange for and enter into supplemental agreements, amendments, instruments, certificates or documents relating to the transactions contemplated by the Agreement or any of the other Financing Documents and to execute and deliver all such supplemental agreements, amendments, instruments, certificates or documents in the name and on behalf of the Company under its corporate seal or otherwise, which shall in their sole judgment be necessary, proper or advisable in order to perform the Company's obligations under or in connection with the Agreement or any of the other Financing Documents and the transactions contemplated therein, and to carry out fully the intent of the foregoing resolutions;

Adopted by the Board of Directors on December 20, 2005

RESOLVED FURTHER, that each of the Authorized Officers be, and hereby is, authorized and empowered to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the Amendment or any of the Financing Documents which shall in their sole judgment be necessary, proper or advisable;

RESOLVED FURTHER, that all acts and actions taken by the Authorized Officers prior to the date hereof with respect to the transactions contemplated by the Agreement and any of the other Financing Documents be, and hereby are, in all respects confirmed, approved and ratified;

RESOLVED FURTHER, that all capitalized terms used in the resolutions under the caption "REVOLVING CREDIT TERM LOAN AND GUARANTY AGREEMENT" and not otherwise defined herein shall have the meanings ascribed to such terms in the Agreement;

**III. Further Actions and Prior Actions**

RESOLVED FURTHER, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer's or officers' judgment shall be necessary or desirable in order fully to carry out the intent and accomplish the purposes of the resolutions adopted herein; and

RESOLVED FURTHER, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

\* \* \* \* \*

FINAL

Adopted by the Board of Directors on December 20, 2005  
CALPINE CORPORATION

RESOLUTIONS OF THE BOARD OF DIRECTORS

CHAPTER 11 PROCEEDING

December 20, 2005

**I. Voluntary Petition Under the Provisions of Chapter 11 of Title 11 of the United States Code**

WHEREAS, the Board of Directors of Calpine Corporation, a Delaware corporation (the "Company") has considered and reviewed the materials presented by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company's business;

WHEREAS, the Board of Directors has had the opportunity to consult with the management and the financial and legal advisors of the Company and fully considered each of the strategic alternatives available to the Company;

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, stockholders, and other parties in interest, that the Company file or cause to be filed voluntary petitions for relief under the provisions of chapter 11 of title 11 of the United States Code;

RESOLVED FURTHER, that the Chief Executive Officer, President, any Executive Vice President, any Senior Vice President, the Chief Financial Officer, the Secretary or the Assistant Secretary of the Company (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Covington & Burling LLP as special

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RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under title 11 of the United States Code; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary;

**II. Debtor In Possession Financing**

**A. Revolving Credit Term Loan and Guaranty Agreement**

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RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed, and each of them, acting alone, hereby is, authorized, directed and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to take such actions and execute and deliver (a) the Revolving Credit Term Loan and Guaranty Agreement (the "Agreement") and such agreements, certificates, instruments, guaranties, notices and any and all other documents as the Authorized Officers may deem necessary or appropriate to facilitate the Financing Transactions (collectively, the "Financing Documents"), and such Financing Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the Authorized Officers are hereby approved; (b) such other instruments, certificates, notices, assignments and documents as may be reasonably requested by the Administrative Agent; and (c) such forms of deposit account control agreements, officer's certificates and compliance certificates as may be required by the Agreement or any other Financing Document;

RESOLVED FURTHER, that the Board of Directors hereby authorizes the Administrative Agent to file any financing statements, assignments for security or other documents in the name of the Company as may be necessary or desirable to perfect the security interests granted to the Lenders in the Financing Documents;

RESOLVED FURTHER, that each of the Authorized Officers be, and hereby is, authorized and empowered to take all such further actions including, without limitation, to pay all fees and expenses, in accordance with the terms of the Financing Documents, to arrange for and enter into supplemental agreements, amendments, instruments, certificates or documents relating to the transactions contemplated by the Agreement or any of the other Financing Documents and to execute and deliver all such supplemental agreements, amendments, instruments, certificates or documents in the name and on behalf of the Company under its corporate seal or otherwise, which shall in their sole judgment be necessary, proper or advisable in order to perform the Company's obligations under or in connection with the Agreement or any of the other Financing Documents and the transactions contemplated therein, and to carry out fully the intent of the foregoing resolutions;

**FINAL**  
**Adopted by the Board of Directors on December 20, 2005**

RESOLVED FURTHER, that each of the Authorized Officers be, and hereby is, authorized and empowered to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the Amendment or any of the Financing Documents which shall in their sole judgment be necessary, proper or advisable;

RESOLVED FURTHER, that all acts and actions taken by the Authorized Officers prior to the date hereof with respect to the transactions contemplated by the Agreement and any of the other Financing Documents be, and hereby are, in all respects confirmed, approved and ratified;

RESOLVED FURTHER, that all capitalized terms used in the resolutions under the caption "REVOLVING CREDIT TERM LOAN AND GUARANTY AGREEMENT" and not otherwise defined herein shall have the meanings ascribed to such terms in the Agreement;

**III. Further Actions and Prior Actions**

RESOLVED FURTHER, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer's or officers' judgment shall be necessary or desirable in order fully to carry out the intent and accomplish the purposes of the resolutions adopted herein; and

RESOLVED FURTHER, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

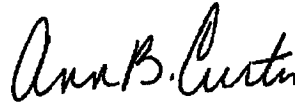
\* \* \* \* \*

### SECRETARY'S CERTIFICATE

The undersigned, Ann Curtis, Secretary of Calpine Corporation, a Delaware corporation (the "Company"), hereby certifies as follows:

1. I am the duly qualified and elected Secretary and, as such, I am familiar with the facts herein certified and I am duly authorized to certify same on behalf of the Company.
2. Attached hereto is a true, complete and correct copy of the resolution of the Board of Directors of the Company, duly adopted at a properly convened meeting of the Board of Directors on December 20, 2005, by a majority of the votes of the quorum of directors there present, in accordance with the bylaws of the Company.
3. Such resolution has not been amended, altered, annulled, rescinded or revoked and is in full force and effect as of the date hereof. There exists no other subsequent resolution of the Board of Directors of the Company relating to the matters set forth in the resolution attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the \_\_\_\_ day of December, 2005.



Ann B. Curtis  
Secretary

BEFORE  
THE PUBLIC SERVICE COMMISSION  
OF SOUTH CAROLINA

DOCKET NO. 2004-267-E

In re:

Petition of Columbia Energy, LLC  
for a Declaratory Order Concerning  
Agreement with SCE&G for Waiver  
of Qualifying Facility Status

CERTIFICATE OF SERVICE

RECORDED  
2006 JAN 11 PM 4:24  
SC PUBLIC SERVICE  
COMMISSION

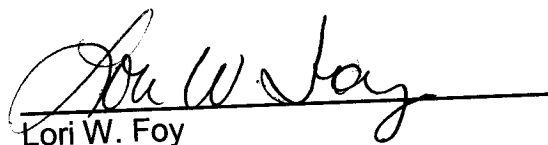
This is to certify that I, Lori W. Foy, a legal assistant with the law firm of Robinson, McFadden & Moore, P.C., have this day caused to be served upon the persons named below the **Notice of Bankruptcy and Exhibit 1 – Suggestion of Bankruptcy** in the foregoing matter by placing a copy of same in the United States Mail, postage prepaid, in an envelope addressed as follows:

Mitchell Willoughby, Esquire  
Paige J. Gossett, Esquire  
Willoughby & Hoefer, P.A.  
PO Box 8416  
Columbia, SC 29202

Len S. Anthony, Esquire  
Kendal Bowman, Esquire  
Progress Energy Service Company, LLC  
PO Box 1551  
Raleigh, NC 27602

Dan Arnett  
Office of Regulatory Staff  
1441 Main Street, 3<sup>rd</sup> Floor (29201)  
PO Box 11263  
Columbia, SC 29211

Dated at Columbia, South Carolina this 11<sup>th</sup> day of January 2006.

  
Lori W. Foy